

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Application of Vale S.A., Vale Holdings  
B.V., and Vale International S.A. for an Order  
Pursuant to 28 U.S.C. § 1782 to Conduct  
Discovery for Use in Foreign Proceedings

Case No.

**DECLARATION OF JEFFREY A. ROSENTHAL IN SUPPORT OF VALE S.A., VALE  
HOLDINGS B.V., AND VALE INTERNATIONAL S.A.'S *EX PARTE* APPLICATION  
FOR AN ORDER PURSUANT TO 28 U.S.C. § 1782 TO CONDUCT DISCOVERY FOR  
USE IN FOREIGN PROCEEDINGS**

I, Jeffrey A. Rosenthal, declare as follows:

1. I am an attorney licensed to practice law in the State of New York and a partner at Cleary Gottlieb Steen & Hamilton LLP, counsel for applicants Vale S.A., Vale Holdings B.V., and Vale International S.A. (collectively, "Vale") in the above-captioned action. I respectfully submit this Declaration and the attached Exhibits in support of Vale's *Ex Parte* Application for an Order Pursuant to 28 U.S.C. § 1782 to Conduct Discovery for Use in Foreign Proceedings (the "Application").
2. Attached hereto as Exhibit A is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ Capital Group LLC.
3. Attached hereto as Exhibit B is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Ziel Feldman.
4. Attached hereto as Exhibit C is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Helene Feldman.

5. Attached hereto as Exhibit D is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Feldman Family 2007 Trust.

6. Attached hereto as Exhibit E is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Nir Meir.

7. Attached hereto as Exhibit F is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to John Shannon.

8. Attached hereto as Exhibit G is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Kenneth Henderson.

9. Attached hereto as Exhibit H is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Bryan Cave Leighton Paisner LLP.

10. Attached hereto as Exhibit I is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Chatsworth Realty 340 LLC.

11. Attached hereto as Exhibit J is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ 344 West 72nd Street Owner LLC.

12. Attached hereto as Exhibit K is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Chatsworth Realty Corp.

13. Attached hereto as Exhibit L is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to 215 Chrystie LLC.

14. Attached hereto as Exhibit M is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ 40 Broad Street LLC.

15. Attached hereto as Exhibit N is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ Highline Property Owner LLC.

16. Attached hereto as Exhibit O is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ Highline Retail Owner LLC.

17. Attached hereto as Exhibit P is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ Highline LLC.

18. Attached hereto as Exhibit Q is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ 501 West LLC.

19. Attached hereto as Exhibit R is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to 20 West 40 Bryant Park Owner LLC.

20. Attached hereto as Exhibit S is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ Bryant Park Owner LLC.

21. Attached hereto as Exhibit T is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Tarpley Belnord Corp.

22. Attached hereto as Exhibit U is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Perfectus Real Estate Corp.

23. Attached hereto as Exhibit V is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ 235 West 75th Street Owner LLC.

24. Attached hereto as Exhibit W is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ 301 West 53th Street Owner LLC.

25. Attached hereto as Exhibit X is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ 88 Lexington Avenue Owner LLC.

26. Attached hereto as Exhibit Y is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ 90 Lexington Avenue Owner LLC.

27. Attached hereto as Exhibit Z is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ KIK 30th Street Owner LLC.

28. Attached hereto as Exhibit AA is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ West 30th Street Partners LLC.

29. Attached hereto as Exhibit BB is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ KIK 30th Street LLC.

30. Attached hereto as Exhibit CC is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to HFZ KIK 30th Street Mezzanine LLC.

31. Attached hereto as Exhibit DD is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to 76 Eleventh Avenue Property Owner LLC.

32. Attached hereto as Exhibit EE is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Fine Arts NY LLC.

33. Attached hereto as Exhibit FF is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to RFR Holding LLC.

34. Attached hereto as Exhibit GG is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to Aby Rosen.

35. Attached hereto as Exhibit HH is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to R&S Chrysler LLC.

36. Attached hereto as Exhibit II is a true and correct copy of a Proposed Subpoena to Produce Documents Directed to RFR Realty LLC.

37. Attached hereto as Exhibit JJ is a true and correct copy of the LCIA Tribunal's award in Vale S.A. v. BSG Resources Ltd., LCIA Arbitration. No. 142683 (the "Award"), dated April 4, 2019.

38. Attached hereto as Exhibit KK is a true and correct copy of the Particulars of Claim in Vale S.A. & Ors v. Steinmetz & Ors, Claim No. CL-2019-000723 (the “Particulars of Claim”), dated January 15, 2020.

39. Attached hereto as Exhibit LL is a true and correct copy of an order from the High Court of Justice, Business and Property Courts of England and Wales Commercial Court (QBD) (the “High Court”) granting Vale permission to enforce the Award in Vale S.A. v. BSG Resources Ltd., Claim No. CL-2019-00269, dated May 9, 2019.

40. Attached hereto as Exhibit MM is a true and correct copy of a judgment from the High Court rejecting BSGR’s application to set aside or stay enforcement of the Award in BSG Resources Ltd. v. Vale S.A. & Ors, Claim Nos. CL-2019-00262 and CL-2019-00269, dated September 20, 2019.

41. Attached hereto as Exhibit NN is a true and correct copy of an order from the High Court denying BSGR’s challenge to the Award in BSG Resources Ltd. v. Vale S.A. & Ors, Claim No. CL-2019-00262, dated November 29, 2019.

42. Attached hereto as Exhibit OO is a true and correct copy of the United States District Court for the Southern District of New York’s judgment granting Vale’s petition for recognition and enforcement of the Award in Vale S.A. v. BSG Resources Ltd., Case No. 19-cv-3619-VSB, Dkt. 51, dated March 5, 2020.

43. Attached hereto as Exhibit PP is a true and correct copy of the worldwide freezing order granted by the High Court in Vale S.A. & Ors v. Steinmetz & Ors, Claim No. CL-2019-000723, dated December 3, 2019.

44. Attached hereto as Exhibit QQ is a true and correct copy of an order of the High Court directing Defendants to challenge the worldwide freezing order by February 7, 2020 in Vale S.A. & Ors v. Steinmetz & Ors, Claim No. CL-2019-000723, dated December 16, 2019.

45. Attached hereto as Exhibit RR is a true and correct copy of Case Study: 237 Park Avenue, published by Monday Properties, last visited on April 24, 2020.

46. Attached hereto as Exhibit SS is a true and correct copy of BSGR\_LCIA\_2\_0039225, a Circular Letter Resolution of the Foundation Council of Balda Foundation, dated September 25, 2003.

47. Attached hereto as Exhibit TT is a true and correct copy of LCIA\_2\_0039217, Balda Foundation Meeting Minutes, dated October 8, 2003.

48. Attached hereto as Exhibit UU is a true and correct copy of Ziel Feldman, authored by Vivian Marino and published by The New York Times on January 8, 2013.

49. Attached hereto as Exhibit VV is a true and correct copy of Beny Steinmetz, Said to Be a Backer of HFZ, Is Under House Arrest Due to Bribery Probe, published by The Real Deal on December 20, 2016.

50. Attached hereto as Exhibit WW is a true and correct copy of Rough Cut: How the Global Diamond Trade – from Cartels to War Zones – Shaped New York’s Skyline, authored by Konrad Putzier and published by The Real Deal on April 3, 2018.

51. Attached hereto as Exhibit XX is a true and correct copy of HFZ, Carlyle Split Up at 505 West 19th St., authored by E.B. Solomont and published by The Real Deal on January 4, 2017.

52. Attached hereto as Exhibit YY is a true and correct copy of Europe News: Papa’s Back, authored by Robin Marriott and published by PERE News on March 4, 2013.

53. Attached hereto as Exhibit ZZ is a true and correct copy of an excerpt of messages extracted from Beny Steinmetz's Blackberry 9900 Bold dated May 20, 2013 ("Steinmetz's Blackberry Extraction Report").

54. Attached hereto as Exhibit AAA is a true and correct copy of Chatsworth Finds a Buyer, authored by Laura Kusisto and published by The Wall Street Journal on January 3, 2013.

55. Attached hereto as Exhibit BBB is a true and correct copy of JA001043, an organizational chart of the Balda Foundation and its subsidiaries, dated December 31, 2015.

56. Attached hereto as Exhibit CCC is a true and correct copy of Tenants' Deal Removes Bar To New Tower, co-authored by Eliot Brown and Josh Barbanel and published by The Wall Street Journal on December 28, 2012.

57. Attached hereto as Exhibit DDD is a true and correct copy of Feldman's HFZ and Acro Finalize \$80M Deal for Setai, authored by David Jones and published by The Real Deal on April 5, 2011.

58. Attached hereto as Exhibit EEE is a true and correct copy of On Bryant Park, David Chipperfield's First New York Building, authored by Tim McKeough and published by The New York Times on September 18, 2015.

59. Attached hereto as Exhibit FFF is a true and correct copy of BSGR\_LCIA\_2\_0037307, Balda Foundation Meeting Minutes, dated September 21, 2009.

60. Attached hereto as Exhibit GGG is a true and correct copy of BSGR\_LCIA\_2\_0040240, a 2008 organizational chart of the Balda Foundation and its subsidiaries.

61. Attached hereto as Exhibit HHH is a true and correct copy of The Belnord on Upper West Side Gets a New Owner, authored by Josh Barbanel and published by The Wall Street Journal on March 12, 2015.

62. Attached hereto as Exhibit III is a true and correct copy of Developer Sets Deal to Buy 4 Manhattan Buildings, authored by Josh Barbanel and published by The Wall Street Journal on July 17, 2013.

63. Attached hereto as Exhibit JJJ is a true and correct copy of BSGR\_LCIA\_0036456, email correspondence from Hans Meijer to Dag Cramer, Johan Van Den Braber, David Clark and Martin Maloney dated April 10, 2013.

64. Attached hereto as Exhibit KKK is a true and correct copy of Beny Steinmetz, Reported Backer Of Chrysler Building Owner and HFZ, To Be Tried in Guinean Bribery Scandal, published by The Real Deal on August 13, 2019.

65. Attached hereto as Exhibit LLL is a true and correct copy of 500 North Michigan, published by HFZ Capital Group, last visited on April 24, 2020.

66. Attached hereto as Exhibit MMM is a true and correct copy of Meet the Other Man Who Bought the Chrysler Building, authored by Konrad Putzier and published by The Wall Street Journal on July 23, 2019.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed: New York, New York  
April 24, 2020

/s/ Jeffrey A. Rosenthal

Jeffrey A. Rosenthal